

BONAVISTA ENERGY TRUST

TERMS OF REFERENCE FOR THE PRESIDENT AND CHIEF OPERATING OFFICER

The following sets forth the terms of reference of the president and the chief operating officer (the “**President**”) of Bonavista Petroleum Ltd. (the “**Corporation**”):

Introduction

- The President is appointed by and reports to the Chief Executive Officer (“**CEO**”) of the Corporation;
- The President’s primary role is to manage the day-to-day operations of the Corporation and Bonavista Energy Trust (“**Bonavista**”) in accordance with the trust indenture; and
- The President shall maintain on-going communications with the CEO, the Senior Vice President and Chief Financial Officer (“**CFO**”) and the Board of Directors (“**Board**”) along with the other managers and employees of the Corporation, as required.

Duties and Responsibilities

The President shall have specific duties set out below and shall have such other powers and duties as the CEO may delegate.

The President shall:

- Provide direct management and leadership specifically to the Land, Operations, Production, Exploration, and the Marketing departments of the Corporation and Bonavista.
- Provide input and make staffing recommendations to the CEO, CFO and Vice President, Administration and Human Resources and maintain a strong organization with adequate people in the appropriate positions.
- Implement and manage the annual operating budget, including the capital expenditure program, which is reviewed and approved by the CEO and the Board.
- Develop senior management succession and development plans.
- Communicate, in a regular fashion, with the CEO and the Board on all material matters affecting the Corporation and Bonavista.
- Assist with managing relationships, together with the CEO and CFO and other management, as the case may be, with all Bonavista external stakeholders.
- Approve projects and commitments within the limits of delegated approval authorities set by the CEO.
- Ensure appropriate policies and procedures of the Corporation and Bonavista are maintained.
- Provide appropriate certifications regarding Bonavista and its activities, as may be required from time to time.
- Monitor all processes and systems designed to ensure compliance with applicable laws and regulations (ie: E, H & S).
- Provide communications with all employees of the Corporation and Bonavista on all pertinent corporation matters.